

# EXHIBIT E

## AGREEMENT

This agreement is entered into by Jay Livingston Music, Inc., a California corporation ("Corporation"), and Jay Livingston, individually ("Livingston"), at Los Angeles, California, this 18th day of May, 2000, in reference to the following facts:

A. Corporation is the successor in interest to Travilyn Livingston dba Jay Livingston Music ("the DBA").

B. The DBA and Livingston are parties to various Popular Songwriter Agreements. The songs covered by each agreement and the dates of each agreement are set forth on Exhibit A hereto. Said agreements are herein called "The AGAC Agreements."

C. On 04/10 2000, the DBA assigned all of its right, title and interest in and to all the songs listed on Exhibit A, together with all the AGAC Agreements in respect to such songs, to Corporation.

D. The parties hereto wish to amend and modify the AGAC Agreements on the terms herein set forth.

NOW THEREFORE IT IS AGREED as follows:

1. Livingston acknowledges, consents to and ratifies the assignments referred to in Paragraph C above.

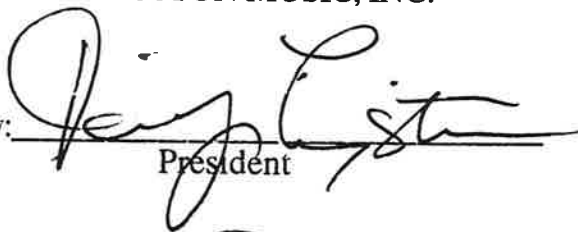
2. Corporation agrees to be bound by and to perform all of the terms and conditions of the AGAC Contracts to be performed on the part of Publisher.

3. Livingston and Corporation hereby amend Paragraph 1 (or equivalent paragraph dealing with the length of the term of the Agreement) of each and every AGAC Agreement referred to in Exhibit A, effective as of the date of each such Agreement, to replace the fixed term of years as set forth in each AGAC Agreement with a term equal to the entire term of copyright, including all renewals and extensions thereof, in each song covered by each AGAC Agreement.

Other than as amended and modified herein, each AGAC Agreement shall be and remain as it now is and each is hereby ratified and affirmed.

IN WITNESS WHEREOF the parties have caused this agreement to be entered into as of the day and date above set forth.

JAY LIVINGSTON MUSIC, INC.

By:   
President

  
JAY LIVINGSTON

## SCHEDULE A

<u>TITLES</u>	<u>Contract Dates</u>
1. A Brain She Ain't	02/28/00
2. A Coach And Four (termination effective as of	06/06/02
3. Adios, Senorita	01/01/94
4. A Jockey's Lullaby	02/28/00
5. All I Want For Christmas Is You	01/10/99
6. All Mine	01/01/99
7. All The Time	01/01/87
8. Alley Oop	07/15/84
9. The American Dream	01/10/98
10. Angel (Theme From "Those Calloways")	01/01/93
11. Angel In The Night	02/28/99
12. Angel Town	01/01/88
13. Anniversary Rose	02/25/99
14. Anonymous	02/28/99
15. Anywhere But Here	01/10/99
16. Any Other Way	02/15/00
17. A Public Servant	02/15/00
18. Are You Happy In Your Work? (termination effective as of)	06/14/01
19. A Rose And A Rainbow	02/15/00
20. As I Love You	07/15/84
21. A Square In The Social Circle (termination effective as of)	06/16/01
22. A Very Proper Town	01/01/87
23. Back Home	07/15/84
24. Banana Boat	07/15/84
25. Band Baby	01/05/90
26. The Beat Of The Blues	01/01/98
27. The Best Undressed Girl In Town	04/19/99
28. Billy Bamboo	02/15/00
29. Bittersweet	04/19/99
30. Blessed Event	01/28/99
31. Bonanza	01/01/88
32. Bounce	03/01/99
33. Broads Ain't People	01/01/90
34. The Broadway Melody Of 1929	02/28/00
35. Buy Bonds For Bob	08/21/85
36. Bye-Bye	01/01/94
37. The Calico Run	03/15/84
38. Canteen Kate (termination period now in effect)	03/01/99
39. C'est La Guerre	10/01/93
40. Calcutta	01/01/87

41.	Captain Henry St. James	01/01/87
42.	Cat And The Canary	10/01/93
43.	Chihuahua Choo-Choo	07/15/84
44.	Cincinnati	07/15/84
45.	Clink, Clank, Clunk	07/15/84
46.	Come A-Runnin'	01/01/91
47.	Come To Broadway	02/28/00
48.	Country Mornin' Young	02/15/00
49.	Cyd Charisse cues	02/28/00
50.	Dear Heart	01/01/93
51.	Don't Take My Heart	02/28/00
52.	Double Standard	01/01/87
53.	The Dreamer	02/15/00
54.	Dreamers On The Street	02/28/00
55.	Dreamsville	01/01/88
56.	East To Nashville, South To Atlanta	02/15/00
57.	Era Of Jazz	02/28/00
58.	Evergreen	01/01/89
59.	Everything Beautiful	01/01/90
60.	The Female He-Male Hoedown Song	02/15/00
61.	Femininity	01/01/87
62.	Finale	02/28/00
63.	Finesse	02/15/00
64.	Finisce Qui	02/15/00
65.	Firin' Up The Seminole Express	02/15/00
66.	The Flee That Flew	02/28/00
67.	For Your Applause	07/15/84
68.	The Fourth Of July	04/01/86
69.	Fox Trot	02/15/99
70.	France	02/28/99
71.	Frangipani Blossom, Frangiapani Blossom	07/15/84
72.	French Heels	08/01/85
73.	G'Bye-ee (termination period now in effect)	02/28/99
74.	G'Bye Now	12/01/97
75.	Gee, It's Gonna Be Wonderful (termination effective as of 02/05/07)	07/15/84
76.	Give It All You Got	01/01/87
77.	Go Away My Love	07/15/84
78.	Good Luck, Charlie	02/28/00
79.	Good Ol' Mountain Love	02/15/00
80.	Good People	02/28/00
81.	Got An Invitation (termination effective as of)	06/14/01
82.	Hallelujah U.S.A.	04/01/86
83.	Happy Birthday, Erwin	01/01/90
84.	Hear That Band (Based On Hear Dem Bells) Adaptation	01/01/94
85.	Heigh-Ho The Hoe-Down Way' (termination period now in effect)	02/28/98
86.	Hellzapoppin' Polka (termination period now in effect)	02/28/99

87.	He Needs You	01/01/90
88.	Henriette	02/25/99
89.	Hey Jimmy Joe John Jim Jack (aka Through Children's Eyes)	01/01/90
90.	Hey Jose (termination effective as of)	07/02/01
91.	Hey, Madame	01/01/87
92.	The Highway Polka	02/25/99
93.	His Own Little Island	01/01/90
94.	Holy Cow	07/15/84
95.	Home Wrecker	02/25/00
96.	Honey, Oh, My Honey (termination effective as of	08/12/08
97.	Honorable Congratulations	08/01/85
98.	How Do We Know We're In Love?	08/01/85
99.	How Long Is Forever?	01/01/96
100.	How Many Heartbeats?	02/25/99
101.	How Much Will I Love You?	01/01/92
102.	How Shall We Begin?	01/01/97
103.	I Came Out Of The Dark (And Found You)	02/25/00
104.	If Love Were Gold	01/01/97
105.	Ignatz	01/01/92
106.	I'll Eat My Hat (termination effective as of	06/14/01
107.	I'll Learn Ya	01/01/90
108.	In The Arms Of Love	01/01/95
109.	I Promise	07/15/84
110.	I Tried	02/05/85
111.	It's Never Quite The Same	01/01/87
112.	It's Your Turn To Have The Blues	01/01/88
113.	I've Been There And I'm Back	01/01/87
114.	I've Had Enough	07/15/84
115.	I Waited So Long	01/01/87
116.	I Was A Little Too Lonely (And You We're A Little Too Late)	07/15/84
117.	I Wouldn't Have Had To	01/01/90
118.	J.J. Jones	01/01/88
119.	Jubilie Jubilo	02/25/99
120.	Just An Honest Mistake From "Let It Ride!"	01/01/90
121.	Ka-Boom-Boom	01/01/95
122.	Keep It Simple	01/01/87
123.	Kentucky Lucky	02/25/00
124.	Kolin Kelly	01/01/92
125.	Krazy Kat	01/01/92
126.	The Late Scene	02/25/99
127.	Laughing At Love	02/25/00
128.	Laughter And Tears	01/01/97
129.	Let It Ride ; From "Let It Ride!"	01/01/90
130.	Let Me Be Loved ; From The James Dean Story	08/01/85
131.	Let Me Hear You Whisper	07/15/84
132.	Let Me So Love	01/01/94
133.	Let's	07/15/84

134.	Let's Be Lovers	02/25/99
135.	Let's Capture This Moment (termination effective as of)	06/14/01
136.	Let's Go Home (termination effective as of 02/28/01)	02/28/99
137.	Let's Make Love	02/25/99
138.	Life Does A Man A Favor	01/01/87
139.	Life Is A Carousel	02/25/00
140.	Little Red Apple	01/01/96
141.	Livingston & Evans' Melody	01/01/90
142.	Love Is A Private Affair	01/01/91
143.	Love, Let Me Know; From "Let It Ride!"	01/01/90
144.	Love's Old And New Sweet Song	02/25/00
145.	Madame	07/15/84
146.	Mama, Mama, Mama, Where You Get De Cigar?	07/15/84
147.	Mancini Song Book; Volume One	01/01/94
148.	Marie Marimba	07/15/84
149.	A Million Dreams	02/25/00
150.	Mister Ed	01/01/89
151.	Monday, Wednesday, Friday	08/01/85
152.	Moon Dreams	11/06/87
153.	More Amore	02/25/00
154.	Mother Brown	01/01/94
155.	Mr. Lucky	01/01/89
156.	Mrs. Kwakk-Kwakk	01/01/92
157.	My Sons, My Sons	01/01/91
158.	Nashville, Tennessee	04/01/86
159.	Nobody Cares	07/15/84
160.	Nobody Listens, Nobody Cares	02/25/00
161.	Nostalgia (aka Andy's Mystery Tune)	02/28/99
162.	Not Quite A Waltz	01/01/88
163.	Nothing Will Keep Me Away	01/01/88
164.	Offissa Pup	01/01/92
165.	Ol' Guitar	02/25/00
166.	On My Way	01/01/93
167.	Once Upon A Horse	01/01/87
168.	One Hand Tied Behind My Back	02/25/99
169.	Oo-Wah-Oh	08/01/85
170.	Oom-Pah Papa	07/15/84
171.	Open Your Arms	07/15/84
172.	Open Your Arms (Let Me Walk Right In)	01/01/99
173.	Punch And Judy; From Charade	01/01/94
174.	Put It In A Box	02/25/00
175.	Round And Round The Christmas Tree (aka Round And Round The Romance Tree)	01/01/94
176.	Round And Round The Romance Tree (aka Round And Round The Christmas Tree)	01/01/94
177.	Run, Run, Run	08/01/85

178.	Sailor Beware	05/12/86
179.	Sally Seal	02/25/99
180.	Satins 'N' Spurs	07/15/84
181.	See You Around	01/01/95
182.	Sepulveda	01/01/85
183.	Sin	01/01/88
184.	The Single Girl	02/25/00
185.	Someday You'll Be Sorry	01/01/94
186.	Sorry 'Bout That	01/01/95
187.	Straight To Baby	01/01/88
188.	Stratosphere Love	01/01/90
189.	Straw Hat	02/25/00
190.	Stuff Like That There	01/01/85
191.	Sugar Baby Bounce	09/15/94
192.	Sugar Boat	01/01/97
193.	Surprise	01/01/87
194.	Take A Giant Step	01/01/88
195.	Tammy	07/15/84
196.	Tel Aviv	02/25/99
197.	That Ain't Right	02/25/99
198.	That Codger Bowl Town	05/09/88
199.	That Travelin' Two-Beat	01/01/94
200.	That's How It Is	07/15/84
201.	That's Life ; From "That's Life"	07/15/84
202.	That's The News! That's The News! That's The News!	09/01/88
203.	That's What You Mean To Me	07/15/84
204.	The "Do It Yourself" Cha Cha Cha	07/15/84
205.	The Beat Of The Blues	01/01/88
206.	The Daughter Of Molly Malone	01/01/94
207.	The Fourth Of July	04/01/86
208.	The Little Bear Theme	01/01/90
209.	The Little Rock Roll	07/15/84
210.	The Livin' Lovin' Doll	07/15/84
211.	The Magic Touch	01/01/87
212.	The Media	08/29/86
213.	The Melting Pot	04/01/86
214.	The Mole People	08/01/85
215.	The Morning Music Of Montmartre	01/01/87
216.	The New Vienna Woods	01/01/94
217.	The Nicest Thing	01/01/90
218.	The Second Greatest Sex ; From "The Second Greatest Sex"	07/15/84
219.	The Temple Of An Understanding Heart	07/15/84
220.	The Wish	01/01/88
221.	There's Something About A Horse	01/01/90
222.	This Could Have Been Mine	01/01/96
223.	This Happy Feeling	01/01/87
224.	To My Love	01/01/94



225.	To Rome With Love	01/08/98
226.	Too Little Time	02/25/99
227.	Unforgivable	08/01/85
228.	Warm Sun, Cold Moon	07/15/84
229.	We'll Love Again	07/15/84
230.	We're Not Children	01/01/87
231.	We've Loved Before	01/01/95
232.	Whatever Will Be, Will Be (Que Sera, Sera)	07/15/84
233.	What Fools These Mortals Be	02/25/99
234.	What's The Use Of Crying?	01/01/94
235.	What's Yours?	01/01/93
236.	Who's Doing What To Erwin?	01/01/90
237.	Whattaya Think About Me	02/25/99
238.	Whoop-Diddy-Ay	07/15/84
239.	Why Am I In Love	07/15/84
240.	Wildcat Smathers	07/15/84
241.	With All My Heart; From The Bob Mathias Story	07/15/84
242.	With Love	01/01/97
243.	Without Him	07/15/84
244.	Woman Take Over	07/15/84
245.	Words, Music, And Dreams	02/28/00
246.	You Don't Know Him	01/01/87
247.	You Have Been Good For Me	02/25/99
248.	You're So Right For Me	01/01/87